

LEDDY JEFFREY A

Form 4

June 27, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEDDY JEFFREY A

2. Issuer Name **and** Ticker or Trading
Symbol
Global Eagle Entertainment Inc.
[ENT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
6100 CENTER DRIVE, SUITE 1020
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/25/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Chairman

LOS ANGELES, CA 90045

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	06/25/2018		A		333,333	A	\$ 0 632,617
Common Stock ⁽²⁾	06/25/2018		A		166,667	A	\$ 0 799,284

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (3)	\$ 2.65	06/25/2018		A		219,902		(4)	06/25/2023	Common Stock	219,902
Stock Option (3)	\$ 2.65	06/25/2018		A		439,803		(5)	06/25/2025	Common Stock	439,803

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEDDY JEFFREY A 6100 CENTER DRIVE SUITE 1020 LOS ANGELES, CA 90045	X Executive Chairman

Signatures

/s/ Kim Nakamaru,
Attorney-in-Fact 06/27/2018

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares were granted as restricted stock units and will vest with respect to 25% of the award on each of March 27, 2019, March 27, 2020, March 27, 2021 and March 27, 2022, subject to continuous employment as either an employee of the Company or a member of the Company's Board on each applicable vesting date.

(2) These shares were granted as performance-based restricted stock units and will vest as follows; (i) 25% vesting on March 27, 2019, (ii) 25% vesting on March 27, 2020, (iii) 25% vesting on March 27, 2021 and (iv) 25% vesting on March 27, 2022, subject to the reporting person's continuous service as either an employee of the Company or a member of the Company's Board through each applicable vesting date, and provided that the Issuer's volume-weighted average price per share of common stock equals or exceeds \$4.00 for 45 consecutive trading days at any time on or prior to June 25, 2023.

(3) Each Stock Option represents the right of the reporting person to receive a cash payment on the date of exercise equal to the value of the closing price per share on the date of exercise less the exercise price.

(4) These Stock Options generally vest and become exercisable as follows; (i) 50% of the Stock Options vested at grant on June 25, 2018, (ii) 25% of the Stock Options will vest on March 27, 2019 and (iii) 25% of the Stock Options will vest on March 27, 2020, subject to the

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reporting person's continuous service as either an employee of the Company or a member of the Company's Board through each applicable vesting date, and provided that the Issuer's volume-weighted average price per share of common stock equals or exceeds \$4.00 for 45 consecutive trading days at any time on or prior to June 25, 2023.

These Stock Options generally vest and become exercisable as follows; (i) 50% of the Stock Options vested at grant on June 25, 2018, (ii) 25% of the Stock Options will vest on March 27, 2019 and (iii) 25% of the Stock Options will vest on March 27, 2020, subject to the

- (5) reporting person's continuous service as either an employee of the Company or a member of the Company's Board through each applicable vesting date, and provided that the Issuer's volume-weighted average price per share of common stock equals or exceeds \$8.00 for 45 consecutive trading days at any time on or prior to June 25, 2025.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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